

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

IN RE SEITEL, INC.
SECURITIES LITIGATION

Civil Action No. 02-1566

AGREED MOTION TO DISMISS WITH PREJUDICE

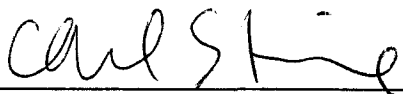
TO THE HONORABLE COURT:

All matters of fact and things in controversy between Plaintiffs and Defendant Ernst & Young LLP have been fully and finally compromised and settled. No other claims in this action remain to be resolved.

Plaintiffs accordingly request that this action, including all claims and causes of action which have been or could have been brought in this action against Defendant Ernst & Young LLP, be dismissed with prejudice.

Each party is to bear its own costs and attorney fees.

Respectfully submitted,

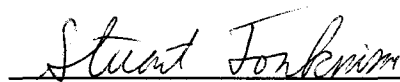


Robert M. Kornreich
Carl L. Stine (*Attorney In Charge*)
WOLF POPPER LLP
845 Third Avenue
New York, New York 10022
212.759.4600
212.486.2093 (fax)

Plaintiff's Lead Counsel

Tom A. Cunningham
Texas Bar No. 05244700
CUNNINGHAM DARLOW, LLP
909 Travis, Suite 3700
Houston, TX 77010
713.255.5500
713.255.5555 (fax)

Plaintiff's Liaison Counsel



William B. Dawson (*Attorney In Charge*)
Texas Bar No. 05606300
VINSON & ELKINS L.L.P.
2001 Ross Avenue
Suite 3700
Dallas, Texas 75201-2975
214.220.7700
214.220.7716 (fax)

Harry M. Reasoner
Texas Bar No. 16642000
Kenneth P. Held
Texas Bar No. 24030333
Vinson & Elkins L.L.P.
First City Tower
1001 Fannin Street, Suite 2300
Houston, Texas 77002-6760
713.758.2222
713.758.2346 (fax)

Karen L. Hirschman
Texas Bar No. 09721500
Stuart Tonkinson
Texas Bar No. 20129250
VINSON & ELKINS L.L.P.
2001 Ross Avenue
Suite 3700
Dallas, Texas 75201-2975
214.220.7700
214.220.7716 (fax)

Defendant's Counsel

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing document was served in compliance with the Federal Rules of Civil Procedure on this 31st day of August, 2007, via U.S. mail, postage prepaid, upon all counsel of record.



Stuart Tonkinson